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- and -

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtor.	:	(Jointly Administered)
	:	
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NOTICE OF ASSUMPTION AND/OR ASSIGNMENT
OF EXECUTORY CONTRACT OR UNEXPIRED LEASE

PLEASE TAKE NOTICE THAT:

1. Pursuant to the Order Under 11 U.S.C. § 105(a) And Fed. R. Bankr. P. 2002 And 9014 Approving (i) Bidding Procedures, (ii) Certain Bid Protections, (iii) Form And Manner Of Sale Notices, And (iv) Setting Of A Sale Hearing (the "Bidding Procedures

Order") entered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on June 22, 2006, MobileAria, Inc. ("MobileAria") has accepted the bid of @Road, Inc. (the "Successful Bidder") for the purchase of substantially all of MobileAria's assets (the "Assets"). The terms of the bid are set forth in the Asset Sale and Purchase Agreement, dated as of July 7, 2006 between MobileAria and the Successful Bidder (the "Agreement"). Capitalized terms used but not otherwise defined in this notice shall have the meaning ascribed to them in the Bidding Procedures Order.

2. Pursuant to the terms of the Agreement, MobileAria will seek to assume and/or assign the contracts listed on Exhibit 1 hereto (the "Assigned Contracts") at the hearing to be held at 10:00 a.m. (Prevailing Eastern Time) on July 19, 2006 (the "Sale Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

3. This notice shall amend and replace that certain Notice Of Assumption And/Or Assignment Of Executory Contract Or Unexpired Lease dated June 26, 2006 providing notice of MobileAria's intent to assume and/or assign the Assigned Contracts to Wireless Matrix USA, Inc.

4. Objections, if any, to the assumption and/or assignment of an Assigned Contract must (a) be in writing, (b) state with specificity the reasons for such objection, (c) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on May 19, 2006 (Docket No. 3824), (d) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users

of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (e) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (f) be served in hard-copy form so it is actually received within ten days after the date of this Notice upon (i) MobileAria, Inc., 800 West El Camino Real, Suite 240, Mountain View, California 94040 (Att'n: Richard Lind), (ii) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (iii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (v) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (vi) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vii) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), (viii) counsel for the Successful Bidder, Heller Ehrman LLP, 7 Times Square, New York, New York 10036 (Att'n: Carren Shulman), and (ix) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard).

5. If an objection to the assumption and/or assignment of an Assigned Contract is timely filed, a hearing with respect to the objection will be held before the

Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at the Sale Hearing or such date and time as the Court may schedule. If no objection is timely received, the nondebtor party to the Assigned Contract shall be forever barred from asserting any other claims, including, but not limited to, the propriety or effectiveness of the assumption and/or assignment of the Assigned Contract, against the Debtors or the Successful Bidder, or the property of either of them as to such Assigned Contract.

6. Pursuant to 11 U.S.C. § 365, there is adequate assurance of future performance that the Cure Amount set forth in the Cure Notice shall be paid in accordance with the terms of the Sale Order. Further, there is adequate assurance of the Successful Bidder's future performance under the executory contract or unexpired lease to be assumed and assigned because of the significant resources of the Successful Bidder.

7. Prior to the Closing Date, MobileAria may amend its decision with respect to the assumption and/or assignment of any Assigned Contract and provide a new notice amending the information provided in this Notice.

Dated: New York, New York
July 7, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT 1

Toshiba America Inc
1251 Avenue of the Americas
Suite 4110
New York NY 10020

Contract to be assumed:
Lease with Maintenance Agreement dated October 4, 2005 between MobileAria, Inc. and Toshiba Financial Services.

EXHIBIT 1

Orbcomm LLC
21700 Atlantic Boulevard
Dulles VA 20166

Contract to be assumed:
International Value Added Reseller Agreement entered into February 14, 2003 by and between Orbcomm LLC and MobileAria, Inc., as amended.

EXHIBIT 1

Chadbourne & Parke LLP
30 Rockefeller Plaza
New York NY 10112

Contract to be assumed:
<p>International Value Added Reseller Agreement entered into February 14, 2003 by and between Orbcomm LLC and MobileAria, Inc., as amended.</p>

EXHIBIT 1

Cellco Partnership d/b/a Verizon Wireless
30 Independence Blvd.
Warren NJ 07059

Contract to be assumed:
Joint Marketing Agreement between MobileAria, Inc. and Cellco d/b/a Verizon Wireless.

EXHIBIT 1

Telcontar
4 North Second Street, Suite 950
San Jose CA 95113

Contract to be assumed:
Data License Agreement effective August 12, 2003 by and between Telcontar and MobileAria, Inc.

EXHIBIT 1

Telcontar
4 North Second Street, Suite 950
San Jose CA 95113

Contract to be assumed:
Operating Agreement entered into August 12, 2003 by and between Telcontar and MobileAria, Inc.

EXHIBIT 1

Verizon Services Corp.
240 East 38th Street
New York NY 10016

Contract to be assumed:
Agreement for GPS System and Services made and entered into as of May 15, 2005 between Verizon Services Corp. ("Customer") and MobileAria, Inc. ("Supplier").

EXHIBIT 1

Verizon Services Corp.
Kim Schroeder
741 Zeckendorf Blvd. , 2nd floor
Garden City NY 11530

Contract to be assumed:
Three-Party Escrow Service Agreement effective April 7, 2006 by and between MobileAria, Inc. (the "Depositor") and Depositor's affiliates and subsidiaries, and by Verizon Services Corp (the "Beneficiary") and by Iron Mountain Intellectual Property Managem

EXHIBIT 1

Iron Mountain
Contract Administration
2100 Norcross Parkway, Suite 150
Norcross GA 30071

Contract to be assumed:
Three-Party Escrow Service Agreement effective April 7, 2006 by and between MobileAria, Inc. (the "Depositor") and Depositor's affiliates and subsidiaries, and by Verizon Services Corp (the "Beneficiary") and by Iron Mountain Intellectual Property Managem

EXHIBIT 1

Verizon Services Corp.
Margaret Sheppard
741 Zeckendorf Blvd., Room 617
Garden City NY 11530

Contract to be assumed:
Three-Party Escrow Service Agreement effective April 7, 2006 by and between MobileAria, Inc. (the "Depositor") and Depositor's affiliates and subsidiaries, and by Verizon Services Corp (the "Beneficiary") and by Iron Mountain Intellectual Property Managem

EXHIBIT 1

BP Products North America
Attn: Karl Mehta
28100 Torch Parkway
Warrenville IL 60555

Contract to be assumed:
BP and MobileAria AMPS Airtime Services Agreement effective March 2003 by and between BP Products North America, Inc. and MobileAria, Inc.

EXHIBIT 1

Austin Powder Company
25800 Science Park Drive
Cleveland OH 44122

Contract to be assumed:
<p>Fleet Telematics Services Agreement effective December 30, 2004 between MobileAria, Inc. and Austin Powder Company.</p>

EXHIBIT 1

Remote Communications Company
539 Eastline Rd.
Ballston Spa NY 12020

Contract to be assumed:
Installation Services Agreement effective May 15, 2006 by and between MobileAria, Inc. and Remote Communications Company.

EXHIBIT 1

Three Rivers Cellular
413 Kurt Drive
Pittsburgh PA 15243

Contract to be assumed:
Installation Services Agreement effective May 10, 2006 by and between MobileAria, Inc. and Three Rivers Cellular.

EXHIBIT 1

Tanner Installations
6548 Brock St.
Dublin OH 43017

Contract to be assumed:
Installation Services Agreement effective May 15, 2006 by and between MobileAria, Inc. and Tanner Installations.

EXHIBIT 1

Qwest Communications Corporation
1801 California Street, Suite 3800
Denver CO 80202

Contract to be assumed:
Qwest Total Advantage Agreement effective May 10, 2004 between Qwest Communications Corporation and MobileAria, Inc.

EXHIBIT 1

Sonic Software Corporation
14 Oak Park
Bedford MA 01730

Contract to be assumed:
Master Professional Services Agreement dated August 29, 2005 by and between MobileAria, Inc. and Sonic Software Corporation.

EXHIBIT 1

Asset Growth Partners, Ltd.
2570 W. El Camino Real, Suite 500
Mountain View CA 94040

Contract to be assumed:
Standard Office Lease dated March 6, 2003 by and between MobileAria, Inc. and Asset Growth Partners, Ltd., as amended.

EXHIBIT 1

Sonic Software Corporation
14 Oak Park
Bedford MA 01730

Contract to be assumed:
Sonic MQ Version 6.1 End User Product License Agreement (for Invoice Order dated July 28, 2005).

EXHIBIT 1

Telenavigation Inc
2975 San Ysidro Way
Santa Clara CA 95051

Contract to be assumed:
Settlement and Release Agreement dated June 5, 2002 by and between MobileAria, Inc. and Telenavigation, Inc. (the "Releasing Party").

EXHIBIT 1

Website – Corporate HQ
Synnex Corporation
44201 Nobel Drive
Fremont CA 94538

Contract to be assumed:
Letter dated June 10, 2002 from Synnex Information Technologies, Inc. to MobileAria acknowledging acceptance of amount to settle outstanding debt.

EXHIBIT 1

Qualnetics Corporation
14623 NE North Woodinville Way, Suite 107
Woodinville WA 98072

Contract to be assumed:
Services and Licensing Agreement dated March 1, 2006 between Qualnetics Corporation and MobileAria, Inc.

EXHIBIT 1

Sprint Spectrum L.P. (d/b/a Sprint)
Attention: Senior Director, Business Sales & Support
6130 Sprint Parkway
Overland Park KS 66251

Contract to be assumed:
PCS Telemetry Services Agreement dated April 3, 2003 by and between Sprint Spectrum L.P., d/b/a Sprint PCS and MobileAria, Inc.

EXHIBIT 1

Sprint Spectrum L.P. (d/b/a Sprint)
Attention: General Counsel
6130 Sprint Parkway
Overland Park KS 66251

Contract to be assumed:
PCS Telemetry Services Agreement dated April 3, 2003 by and between Sprint Spectrum L.P., d/b/a Sprint PCS and MobileAria, Inc.

EXHIBIT 1

Mr. Raul Reyes
[Address on File]

Contract to be assumed:
Independent Contractor Services Agreement effective May 30, 2006 by and between MobileAria, Inc. and Mr. Raul Reyes.

EXHIBIT 1

MAI Mark Airington Installations
8705 Pierce Olive Rd.
Apex NC 27539-9141

Contract to be assumed:
Mutual Nondisclosure Agreement effective June 1, 2006 between MAI Mark Airington Installations and MobileAria, Inc.

EXHIBIT 1

MAI Mark Airington Installations
8705 Pierce Olive Rd.
Apex NC 27539-9141

Contract to be assumed:
Installation Services Agreement effective June 1, 2006 between MAI Mark Airington Installations and MobileAria, Inc.

EXHIBIT 1

PolarCom Inc.
232 Melbourne
Hurst TX 76053

Contract to be assumed:
Mutual Nondisclosure Agreement effective May 30, 2006 by and between Polarcom Inc. and MobileAria, Inc.

EXHIBIT 1

PolarCom Inc.
232 Melbourne
Hurst TX 76053

Contract to be assumed:
Installation Services Agreement effective May 30, 2006 between MobileAria and PolarCom, Inc.

EXHIBIT 1

ManageComm, Inc.
338 W. Lexington Ave, Ste. 206
El Cajon CA 92020

Contract to be assumed:
Standard Engagement Terms and Fee Schedule Letter for accounting services dated October 31, 2000 from ManageComm, Inc. to MobileAria, Inc.

EXHIBIT 1

Accounting Services
ManageComm, Inc.
2160 Fletcher Parkway Ste. A
El Cajon CA 92020

Contract to be assumed:
Standard Engagement Terms and Fee Schedule Letter for accounting services dated October 31, 2000 from ManageComm, Inc. to MobileAria, Inc.

EXHIBIT 1

AdvanTel, Inc.
2237 Paragon Dr.
San Jose CA 95131

Contract to be assumed:
Maintenance Service Agreement dated March 13, 2003 by and between MobileAria, Inc. and AdvanTel, Inc.

EXHIBIT 1

AdvanTel, Inc.
2222 Trade Zone Boulevard
San Jose CA 95131

Contract to be assumed:
Maintenance Service Agreement dated March 13, 2003 by and between MobileAria, Inc. and AdvanTel, Inc.

EXHIBIT 1

Yahoo! Inc.
Pursi Rajani
701 First Avenue
Sunnyvale CA 94089

Contract to be assumed:
Mutual Nondisclosure Agreement effective August 9, 2001 between MobileAria, Inc. and Yahoo! Inc.

EXHIBIT 1

Team Telematics, LLC
Brian Tsuchiya

Contract to be assumed:
Mutual Confidentiality Agreement effective April 30, 2004 between MobileAria, Inc. and Team Telematics, LLC.

EXHIBIT 1

TechnoCom
Khaled Dessouky
16133 Ventura Boulevard
Suite 500
Encina CA 91436

Contract to be assumed:
Mutual Confidentiality Agreement effective November 11, 2003 between MobileAria, Inc. and TechnoCom Corporation

EXHIBIT 1

TELA Wireless Devices Inc.
Germain Prouix
420 Main Street East
Suite #516
Milton ON L9T5G3
Canada

Contract to be assumed:
Mutual Confidentiality Agreement effective April 28, 2004 between MobileAria, Inc. and TELA Wireless Devices, Inc.

EXHIBIT 1

Telcontar
Four North Second St Ste 950
San Jose CA 95113

Contract to be assumed:
Mutual Confidentiality Agreement effective July 30, 2002 between MobileAria, Inc. and Telcontar

EXHIBIT 1

Telesector Resources Group, Inc.
H. Malinowski
240 E. 38th Street
New York NY 10016

Contract to be assumed:
Non-Disclosure Agreement effective April 1, 2004 between MobileAria, Inc. and Telesector Resources Group, Inc. d/b/a Network Services (a Verizon Company)

EXHIBIT 1

Telex Communications, Inc.
Chris Langdon
Attn: Greg Weibert
12000 Portland Avenue South
Burnsville MN 55337

Contract to be assumed:
Mutual Confidentiality Agreement effective August 27, 2001 between MobileAria, Inc. and Telex Communications, Inc.

EXHIBIT 1

Tele-Mobile Company
200 Consilium Place
Suite 1600
Scarborough ON M1H3J3

Canada

Contract to be assumed:
Confidentiality Agreement effective June 7, 2005 between MobileAria, Inc. and Tele-Mobile Company d/b/a TELUS Mobility

EXHIBIT 1

Televigation
Alyxia T. Do
265 Santa Ana Court
Sunnyvale CA 94086

Contract to be assumed:
Mutual Confidentiality Agreement effective January 17, 2001 between MobileAria, Inc. and Televigation

EXHIBIT 1

TenSquare Inc.
Ten Square International Inc.
1454 30th St. Unit 206
West Des Moines IA 50325

Contract to be assumed:
Mutual Confidentiality Agreement effective June 7, 2001 between MobileAria, Inc. and TenSquare Inc.

EXHIBIT 1

TenSquare Inc.
TENSQUARE gmbh
Wilhelminenstr. 29
Gelsenkirchen 45881

Germany

Contract to be assumed:
Mutual Confidentiality Agreement effective June 7, 2001 between MobileAria, Inc. and TenSquare Inc.

EXHIBIT 1

Terion
Ken Cranston
5465 Legacy Dr Ste 700
Piano TX 75024

Contract to be assumed:
Mutual Confidentiality Agreement effective October 11, 2004 between MobileAria, Inc. and Terion

EXHIBIT 1

Technology Electronics Solutions
Nick Walker

Contract to be assumed:
Mutual Confidentiality Agreement effective December 17, 2004 between MobileAria, Inc. and Technology Electronics Solutions (TES)

EXHIBIT 1

ThingMagic, LLC
Ravikanth Pappu
One Broadway
14th Floor
Cambridge MA 02142

Contract to be assumed:
Mutual Confidentiality Agreement effective May 17, 2004 between MobileAria, Inc. and ThingMagic, LLC

EXHIBIT 1

TMW Systems, Inc.
Jeffrey Ritter
TMW Technology Plaza
21111 Chagrin Boulevard
Beachwood OH 44122

Contract to be assumed:
Non-Disclosure Agreement effective October 8, 2003 between MobileAria, Inc. and TMW Systems, Inc.

EXHIBIT 1

I2 Planet, Inc.
Thomas Stroyls

Contract to be assumed:
Mutual Confidentiality Agreement effective July 17, 2002 between MobileAria, Inc. and I2 Planet, Inc.

EXHIBIT 1

A2S Advanced Systems Solutions Limited
Andrew Pattison
Eurohub Midlands
Birch Lane Stonnal West Midlands W59 ONF

United Kingdom

Contract to be assumed:
Mutual Confidentiality Agreement effective February 28, 2002 between MobileAria, Inc. and A2S Advanced Systems Solutions Limited

EXHIBIT 1

Automobile Club of Southern California
John Estes
3333 Fairview Road
Costa Mesa CA 92626

Contract to be assumed:
Reciprocal Non-Disclosure Agreement effective April 25, 2001 between MobileAria, Inc. and Automobile Club of Southern California

EXHIBIT 1

ACNielson Vantis
Jason P. Brown
3130 Crow Canyon Place
Suite 400
San Ramon CA 94583

Contract to be assumed:
Confidentiality Agreement effective June 29, 2001 between MobileAria, Inc. and ACNielson Vantis

EXHIBIT 1

Active RFID Systems, Inc.
Anthony Corrado
P.O. Box 3069
477 CR 65
Evergreen CO 80437

Contract to be assumed:
Mutual Confidentiality Agreement effective October 5, 2005 between MobileAria, Inc. and Active RFID Systems, Inc.

EXHIBIT 1

Advantra International NV
Elin Tarryn
Ter Waarde 90 B 8900 Ieper

Belgium

Contract to be assumed:
Agreement effective September 11, 2003 between MobileAria, Inc. and Advantra International NV

EXHIBIT 1

ALK Technologies/TravRoute
Dan Titus
1000 Herrontown Road
Princeton NJ 08540

Contract to be assumed:
Mutual Confidentiality Agreement effective June 15, 2001 between MobileAria, Inc. and ALK Technologise/TravRoute

EXHIBIT 1

AmBell Corporation
Unni Warriar
2425 W. Olympic Boulevard
Suite 2000
Santa Monica CA 90404

Contract to be assumed:
Mutual Confidentiality Agreement effective April 30, 2000 between MobileAria, Inc. and AmBell Corporation

EXHIBIT 1

Jennifer Petersen

Contract to be assumed:
Mutual Confidentiality Agreement effective October 2, 2002 between MobileAria, Inc. and Jennifer Petersen

EXHIBIT 1

Arsenault Associates
C. Arsenault
711 Jackson Road
Atco NJ 08004

Contract to be assumed:
Mutual Confidentiality Agreement effective February 21, 2001 between MobileAria, Inc. and Arsenault Associates

EXHIBIT 1

Auto Club of America
Joe Belz
9411 N Georgia
Oklahoma City OK 73120

Contract to be assumed:
Mutual Confidentiality Agreement effective February 14, 2003 between MobileAria, Inc. and Auto Club of America

EXHIBIT 1

Palm, Inc.
Gabriel Acosta-Lopez
5470 Great America Parkway
Santa Clara CA 95052-8007

Contract to be assumed:
License and Confidentiality Agreement effective March 15, 2001 between MobileAria, Inc. and Palm, Inc.

EXHIBIT 1

Bobcat Company
Scott Rosow
250 East Beaton Drive
West Fargo ND 58078-6000

Contract to be assumed:
Confidentiality Agreement effective April 16, 2003 between MobileAria, Inc. and Bobcat Company

EXHIBIT 1

The Boeing Company
D. A. Laxton
2201 Seal Beach Boulevard
Seal Beach CA 90740-5603

Contract to be assumed:
Mutual Confidentiality Agreement effective November 7, 2002 between MobileAria, Inc. and The Boeing Company

EXHIBIT 1

The Boeing Company
D. A. Laxton
100 North Riverside
Chicago IL 60606

Contract to be assumed:
Mutual Confidentiality Agreement effective November 7, 2002 between MobileAria, Inc. and The Boeing Company

EXHIBIT 1

Booz-Allen & Hamilton, Inc.
Francois Truc
225 West Wacker Drive
Suite 1700
Chicago IL 60606-1228

Contract to be assumed:
Confidentiality Agreement effective December 15, 2000 between MobileAria, Inc. and Booz Allen & Hamilton Inc.

EXHIBIT 1

Boulder Global Development Group, LLC
Liana Pomeroy
1800 – 30th Street
Suite 214
Boulder CO 80301

Contract to be assumed:
Mutual Confidentiality Agreement effective May 8, 2001 between MobileAria, Inc. and Boulder Global Development Group, LLC.

EXHIBIT 1

BP Amoco Chemical Company
John Diendorf
150 W. Warrenville Road
Naperville IL 60563

Contract to be assumed:
Confidentiality Agreement effective May 5, 2003 between MobileAria, Inc. and BP Amoco Chemical Company

EXHIBIT 1

Breo Ventures, LLC
Richard H. Miller
471 Emerson
Suite 200
Palo Alto CA 94301

Contract to be assumed:
Confidentiality Agreement effective October 20, 2000 between MobileAria, Inc. and Breo Ventures, LLC.

EXHIBIT 1

Brix Group Inc.
565 Display Way
Sacramento CA 95838-3363

Contract to be assumed:
Mutual Confidentiality Agreement effective January 3, 2003 between MobileAria, Inc. and Brix Group

EXHIBIT 1

Buena Vista Internet Group
Legal Department
500 South Buena Vista Street
Burbank CA 91521-7710

Contract to be assumed:
Mutual Nondisclosure Agreement effective December 8, 2000 between MobileAria, Inc. and Buena Vista Internet Group

EXHIBIT 1

Deborah L. Cameron

Contract to be assumed:
Mutual Confidentiality Agreement effective January 21, 2003 between MobileAria, Inc. and Deborah L. Cameron

EXHIBIT 1

Scott Kornak Consulting
Scott Kornak
Unit #10, University Research Center
3535 Research Road
Calgary Alberta T2L 2K8
Canada

Contract to be assumed:
Mutual Confidentiality Agreement effective November 21, 2005 between MobileAria, Inc. and Scot Kornak

EXHIBIT 1

CAT Technology
Aaron Mahler
337 Route 17 South Ste 210
Hasbruck Heights NJ 07604

Contract to be assumed:
Mutual Confidentiality Agreement effective January 9, 2001 between MobileAria, Inc. and CAT Technology

EXHIBIT 1

Catalyst Capital Partners, Inc.
Suresh Fernando
1102-1050 Burrard Street
Vancouver BC V6Z 2S3

Canada

Contract to be assumed:
Confidentiality Agreement effective May 11, 2004 between MobileAria, Inc. and Catalyst Capital Partners, Inc.

EXHIBIT 1

Cellocator, Ltd.
Amnon Duchorne-Nave
19 Hamelacha Street
Park Afek
Rosh-Ha'ayin 48101
Israel

Contract to be assumed:
Demonstration Confidentiality Agreement effective September 19, 2001 between MobileAria, Inc. and Coradiant Inc.

EXHIBIT 1

Cellport Systems, Inc.
Doug Daniels
4886 Pearl East Circle
Suite 300E
Boulder CO 80301

Contract to be assumed:
Mutual Confidentiality Agreement effective March 16, 2001 between MobileAria, Inc. and CellPort Systems, Inc.

EXHIBIT 1

Centrality Communications, Inc.
Philip Lau
2520 Mission College Boulevard
Suite 103
Santa Clara CA 95054

Contract to be assumed:
Mutual Confidentiality Agreement effective September 8, 2004 between MobileAria, Inc. and Centrality Communications, Inc.

EXHIBIT 1

Certicom International Corp.
Raymond J. Menard
Bat C
8 rue Fulgence Bienvenue
Lannion Cedex BP 418 22305

France

Contract to be assumed:
Mutual Confidentiality Agreement effective January 28, 2003 between MobileAria, Inc. and Certicom International Corp.

EXHIBIT 1

Cho Graphics
Yung Cho
8270 Washington Village Drive
Centerville OH 45458

Contract to be assumed:
Confidentiality Agreement effective August 15, 2001 between MobileAria, Inc. and Cho Graphics

EXHIBIT 1

Cisco Systems
Scott Einhorn
170 West Tasman Dr
San Jose CA 95134

Contract to be assumed:
Mutual Confidentiality Agreement effective March 16, 2001 between MobileAria, Inc. and Cisco Systems

EXHIBIT 1

Clarity, LLC
Alan Beale
4515 14th Ave SE
Naples FL 34117

Contract to be assumed:
Mutual Confidentiality Agreement effective February 4, 2002 between MobileAria, Inc. and Clarity, LLC

EXHIBIT 1

CONTEX Engineering International, Inc.
Jerry Sun
1931 Old Middlefield Way
Unit X
Mountain View CA 94043

Contract to be assumed:
Mutual Confidentiality Agreement effective September 5, 2002 between MobileAria, Inc. and CONTEX Engineering International, Inc.

EXHIBIT 1

Coradiant Inc.
Jim Thayer
4260 Girouard Avenue
Suite 100
Montreal QC H4A 3C9
Canada

Contract to be assumed:
Demonstration Confidentiality Agreement effective September 19, 2001 between MobileAria, Inc. and Coradiant Inc.

EXHIBIT 1

Creative & Response Research
Christiaan de Brauw
500 North Michigan Avenue
Chicago IL 60611

Contract to be assumed:
Confidentiality Agreement effective June 28, 2001 between MobileAria, Inc. and Creative & Response Research

EXHIBIT 1

Cross Country Global ITS Services Corp.
Peter Van Alstine

Contract to be assumed:
Mutual Confidentiality Agreement effective February 7, 2003 between MobileAria, Inc. and Cross Country Global ITS Services Corp.

EXHIBIT 1

CMG, Inc.
Jonathan Lawrence
33914 Crystal Mountain Blvd
Crystal Mountain WA 98022

Contract to be assumed:
Mutual Confidentiality Agreement effective January 28, 2002 between MobileAria, Inc. and The Crystal Mountain Group (CMG), Inc.

EXHIBIT 1

CTA Consulting
Francois Truc
21622 West Mockingbird
Kildeer IL 60047

Contract to be assumed:
Mutual Confidentiality Agreement effective April 30, 2004 between MobileAria, Inc. and CTA Consulting

EXHIBIT 1

CustomWeather, Inc.
Geoffrey M. Flint
26 South Park
San Francisco CA 94107

Contract to be assumed:
Mutual Confidentiality Agreement effective June 10, 2003 between MobileAria, Inc. and CustomWeather, Inc.

EXHIBIT 1

Cytranz, Inc.
Frederick Soskiel
911 E 86th St Ste 105
Indianapolis IN 46240

Contract to be assumed:
Mutual Confidentiality Agreement effective November 12, 2002 between MobileAria, Inc. and Cytranz, Inc.

EXHIBIT 1

Data Dimensions
Sadiq Patankar
1900 S. Norfolk Street
Suite 235
San Mateo CA 94403

Contract to be assumed:
Confidentiality Agreement effective June 11, 2001 between MobileAria, Inc. and Sadiq Patankar

EXHIBIT 1

Datascan Technologies, Inc.
Paul J. Lane
10700 North Freeway
Suite 550
Houston TX 77037

Contract to be assumed:
Mutual Confidentiality Agreement effective April 19, 2005 between MobileAria, Inc. and Datascan Technologies, Inc.

EXHIBIT 1

Dejai Pty Ltd
RoadPilot (Asia Pacific) Pty Ltd
Attn: David Harris
53 Heyington Place P.O. Box 101
Toorak Melbourne 3142

Victoria, Australia

Contract to be assumed:
<p>Mutual Confidentiality Agreement effective June 2, 2004 between MobileAria, Inc. and Dejai Pty Ltd and/or RoadPilot (Asia Pacific) Pty Ltd.</p>

EXHIBIT 1

Dow Jones & Company, Inc.
Adam Muskal
PO Box 300
Princeton NJ 08543

Contract to be assumed:
Nondisclosure Agreement effective June 8, 2001 between MobileAria, Inc. and Dow Jones & Company Inc.

EXHIBIT 1

Dow Jones & Company, Inc.
Adam Muskal
4300 North Route 1
South Brunswick NJ 08852

Contract to be assumed:
Nondisclosure Agreement effective June 8, 2001 between MobileAria, Inc. and Dow Jones & Company Inc.

EXHIBIT 1

DPAC Technologies
William M. Stowell
7321 Lincoln Way
Garden Grove CA 92841

Contract to be assumed:
Mutual Confidentiality Agreement effective July 29, 2004 between MobileAria, Inc. and DPAC Technologies

EXHIBIT 1

Eletel Inc.
George Krucek
1050 Northgate Dr Ste 350
San Rafael CA 94903

Contract to be assumed:
Mutual Confidentiality Agreement effective July 20, 2001 between MobileAria, Inc. and Eletel Inc.

EXHIBIT 1

Extended Systems Incorporated
5777 N. Meeker Avenue
P.O. Box 4937
Boise ID 83711

Contract to be assumed:
Mutual Non-Disclosure effective November 14, 2001 between MobileAria, Inc. and Extended Systems Incorporated

EXHIBIT 1

Ember Corporation
Adrian Tuck
313 Congress Street
Boston MA 02210

Contract to be assumed:
Mutual Confidential Disclosure Agreement effective July 2, 2003 between MobileAria, Inc. and Ember Corporation

EXHIBIT 1

EMS Technologies Canada, Ltd.
Catherine Easton
1725 Woodward Drive
Ottawa Ontario K2C 0P9

Canada

Contract to be assumed:
Mutual Confidentiality Agreement effective October 16, 2002 between MobileAria, Inc. and EMS Technologies Canada, Ltd.

EXHIBIT 1

Enterprise Information Solutions, Inc.
Marc Mitchell
9891 Broken Land Pkwy Ste 300
Columbia MD 21049

Contract to be assumed:
Mutual Confidentiality Agreement effective February 27, 2004 between MobileAria, Inc. and Enterprise Information Solutions, Inc.

EXHIBIT 1

Ericsson Inc.
North American Headquarters
6300 Legacy Dr
Plano TX 75024

Contract to be assumed:
Mutual Confidentiality Agreement effective July 10, 2001 between MobileAria, Inc. and Ericsson Inc.

EXHIBIT 1

Essex Electronics, Inc.
Garrett Kaufman
1130 Mark Avenue
Carpinteria CA 93013

Contract to be assumed:
Mutual Confidentiality Agreement effective August 25, 2003 between MobileAria, Inc. and Essex Electronics Incorporated

EXHIBIT 1

FedEx Ground Package System, Inc.
Roman Hlutkowsky
1000 FedEx Drive
Moon Township PA 15108

Contract to be assumed:
Mutual Nondisclosure Agreement effective April 29, 2005 between MobileAria, Inc. and FedEx Ground Package System, Inc.

EXHIBIT 1

FleetRisk Advisors, LLC
Christopher Brogan
Gainey Ranch Center
7702 East Doubletree Ranch Road
Scottsdale AZ 85258

Contract to be assumed:
Mutual Confidentiality Agreement effective June 22, 2004 between MobileAria, Inc. and FleetRisk Advisors, LLC

EXHIBIT 1

FleetRisk Advisors, LLC
Samuel M. Wilkes
21 Blackland Road
Atlanta GA 30342

Contract to be assumed:
Mutual Confidentiality Agreement effective June 22, 2004 between MobileAria, Inc. and FleetRisk Advisors, LLC

EXHIBIT 1

Fonix Corporation
Kurt Flygare
180 West Election Road
Draper UT 84020

Contract to be assumed:
Mutual Confidentiality Agreement effective May 23, 2000 between MobileAria, Inc. and Fonix Corporation

EXHIBIT 1

FORCE Computers, Inc.
Paul Mercadante
4305 Cushing Parkway
Fremont CA 94538

Contract to be assumed:
Mutual Confidentiality Agreement effective August 28, 2001 between MobileAria, Inc. and Force Computers, Inc.

EXHIBIT 1

Forrester Research
Brittany E. Roberts
400 Technology Square
Cambridge MA 02139

Contract to be assumed:
Confidentiality Agreement effective September 19, 2001 between MobileAria, Inc. and Forrester Research

EXHIBIT 1

Forrester Research
Brittany E. Roberts
400 Technology Square
Cambridge MA 02139

Contract to be assumed:
Master Agreement effective September 21, 2001 between MobileAria, Inc. and Forrester Research

EXHIBIT 1

Freightliner LLC
Paul Menig
4747 N. Channel Avenue
Portland OR 97217

Contract to be assumed:
Confidentiality and Non-Disclosure Agreement for Proprietary Information effective June 7, 2001 between MobileAria, Inc. and Freightliner LLC

EXHIBIT 1

Gearworks Inc.
Keith Lauver
930 Blue Gentian Road
Suite 100
Eagan MN 55121

Contract to be assumed:
Mutual Confidentiality Agreement effective May 9, 2001 between MobileAria, Inc. and Gearworks, Inc.

EXHIBIT 1

GenX Mobile Incorporated
Rodric C. Fan
1955 Concourse Dr
San Jose CA 95131

Contract to be assumed:
Mutual Confidentiality Agreement effective November 30, 2004 between MobileAria, Inc. and Genx Mobile Incorporated

EXHIBIT 1

Geographic Data Technology, Inc.
Ilse R. Ramsey
11 Lafayette Street
Lebanon NH 03766-1445

Contract to be assumed:
Mutual Confidentiality Agreement effective February 14, 2001 between MobileAria, Inc. and Geographic Data Technology, Inc.

EXHIBIT 1

Globespan Virata, Inc.
Tom McQuade
100 Schulz Drive
Red Bank NJ 07701

Contract to be assumed:
Mutual Confidentiality Agreement effective September 17, 2004 between MobileAria, Inc. and GlobespanVirata, Inc.

EXHIBIT 1

Go2 Systems, Inc.
Brad Schorer
18400 Von Karman
Suite 320
Irvine CA 92612

Contract to be assumed:
Mutual Confidentiality Agreement effective January 24, 2001 between MobileAria, Inc. and Go2 Systems, Inc.

EXHIBIT 1

Halliburton Energy Services, Inc.
Gary G. Tyler
10200 Bellaire Boulevard
Houston TX 77072

Contract to be assumed:
Confidentiality Agreement effective March 4, 2004 between MobileAria, Inc. (and Delphi) and Halliburton

EXHIBIT 1

Hi-G-Tek Ltd.
Ran Sender
16 Hacharoshet Street
Or-Yehuda 60375

Israel

Contract to be assumed:
Mutual Confidentiality Agreement effective March 3, 2003 between MobileAria, Inc. and Hi-G-Tek Ltd.

EXHIBIT 1

Houlihan Lokey Howard & Zukin
Glenn Daniel
One Sansome
17th Floor
San Francisco CA 94104

Contract to be assumed:
Mutual Confidentiality Agreement effective February 3, 2005 between MobileAria, Inc. and Houlihan Lokey Howard & Zukin

EXHIBIT 1

IBM
Alma Diaz
Contract Administrator
8051 Congress Avenue
Boca Raton FL 33487

Contract to be assumed:
IBM Agreement for Exchange of Confidential Information effective July 25, 2002 between MobileAria, Inc. and International Business Machines Corporation and related Confidential Disclosure Agreement – Supplement for Disclosure effective February 15, 2006

EXHIBIT 1

Indus International, Inc.
Adam V. Battani
3301 Windy ridge Parkway
Atlanta GA 30339

Contract to be assumed:
Mutual Confidentiality Agreement effective March 13, 2006 between MobileAria, Inc. and Indus International, Inc.

EXHIBIT 1

InfoGation Corp.
Kent Pu
6440 Lusk Blvd #D201
San Diego CA 92121

Contract to be assumed:
Mutual Confidentiality Agreement effective June 12, 2001 between MobileAria, Inc. and InfoGation Corp.

EXHIBIT 1

InfoSpace, Inc.
Mitgn Mehta
601 – 108th Avenue NE
Bellevue WA 98004

Contract to be assumed:
Mutual Confidentiality Agreement effective May 23, 2001 between MobileAria, Inc. and InfoSpace, Inc.

EXHIBIT 1

Innovative Software Engineering, L.L.C.
Hass Machlab
100 Oakdale Campus
#101 TIC
Iowa City IA 52242

Contract to be assumed:
Reciprocal Non-Disclosure Agreement effective October 10, 2005 between MobileAria, Inc. and Innovative Software Engineering, LLC.

EXHIBIT 1

Insight Services Corporation
Paul Kent
1305 West Auto Druive
Tempe AZ 85284

Contract to be assumed:
Mutual Non-Disclosure Agreement effective June 3, 2003 between MobileAria, Inc. and Insight Services Corporation

EXHIBIT 1

Intel Corporation
Jason Chen
2200 Mission College Boulevard
Santa Clara CA 95052-8119

Contract to be assumed:
Corporate Non-Disclosure Agreement effective November 6, 2003 between MobileAria, Inc. and Intel Corporation

EXHIBIT 1

InterNap
Christopher Leal
Internap Network Services Corporation
250 Williams St
Atlanta GA 30303

Contract to be assumed:
Mutual Confidentiality Agreement effective June 20, 2001 between MobileAria, Inc. and InterNap

EXHIBIT 1

International Truck & Engine Corporation
Jeff Bannister
International Truck and Engine Corporation
4201 Winfield Rd.
Warrenville IL 60555

Contract to be assumed:
Mutual Confidentiality Agreement effective January 17, 2003 between MobileAria, Inc. and International Truck & Engine Corporation (ITEC)

EXHIBIT 1

Intrinsyc Software International, Inc.
Chief Financial Officer
700 West Pender Street
10th Floor
Vancouver BC V6C 1GB
Canada

Contract to be assumed:
Mutual Confidentiality Agreement effective April 19, 2005 between MobileAria, Inc. and Intrinsyc Software International, Inc.

EXHIBIT 1

Innvo Systems Pte Ltd
Rajiv M. Ranganath
20 Ayer Rajah Crescent
#04-04 139964

Singapore

Contract to be assumed:
Mutual Confidentiality Agreement effective April 29, 2003 between MobileAria, Inc. and Innvo Systems Pte Ltd

EXHIBIT 1

Iridium Satellite LLC
Donald L. Thomas
1600 Wilson Boulevard
Suite 1000
Rosslyn VA 22209-2594

Contract to be assumed:
Mutual Non-Disclosure Agreement effective May 7, 2003 between MobileAria, Inc. and Iridium Satellite LLC

EXHIBIT 1

Iteris, Inc.
Dan Gillian
1515 South Manchester Avenue
Anaheim CA 92802-2907

Contract to be assumed:
Mutual Confidentiality Agreement effective September 22, 2002 between MobileAria, Inc. and Iteris, Inc.

EXHIBIT 1

SiriCOMM, Inc.
David N. Mendez
2900 Davis Boulevard
Suite 130
Joplin MO 64804

Contract to be assumed:
Mutual Confidentiality Agreement effective April 4, 2002 by and between SiriCOMM, Inc. and MobileAria, Inc.

EXHIBIT 1

Smartroute Systems
Kate Adams
141 Portland Street
Cambridge MA 02139

Contract to be assumed:
Mutual Confidentiality Agreement effective January 16, 2001 by and between Smartroute Systems and MobileAria, Inc.

EXHIBIT 1

softDSP Co. Ltd
Dae-Yun Kang President
203 Jungil Bldg
552-1 Sungnae-dong Kangdong-ku Seoul

Korea

Contract to be assumed:
Nondisclosure Confidential Agreement effective November 28, 2003 by and between softDSP Co. Ltd. and MobileAria, Inc.

EXHIBIT 1

softDSP Co. Ltd
Dae-Yun Kang President
203 Jungil Bldg
552-1 Sungnae-dong Kangdong-ku Seoul

Korea

Contract to be assumed:
Mutual Confidentiality Agreement effective December 8, 2003 by and between SoftDSP and MobileAria, Inc.

EXHIBIT 1

Software SETT Corporation
233 Oak Meadow Drive
Los Gatos CA 95032

Contract to be assumed:
Mutual Confidentiality Agreement effective September 12, 2001 by and between Software Sett Corp. and MobileAria, Inc.

EXHIBIT 1

Sprint/United Management Company
Michelle D. Gottstein
Corporate Headquarters
2001 Edmund Halley Dr
Reston VA 20191

Contract to be assumed:
Mutual Non-Disclosure Agreement effective November 29, 2005 by and between Sprint/United Management Company and MobileAria

EXHIBIT 1

SRI Consulting Business Intelligence
Stephen Baughman
333 Ravenswood Avenue
Menlo Park CA 94025

Contract to be assumed:
Confidentiality Agreement effective May 31, 2001 by and between SRI Consulting Business Intelligence and MobileAria, Inc.

EXHIBIT 1

Strategy.com Incorporated
8000 Towers Crescent Drive
Suite 1400
Vienna VA 22182

Contract to be assumed:
Mutual Non-Disclosure Agreement effective June 12, 2001 by and between Strategy.com Incorporated and MobileAria, Inc.

EXHIBIT 1

Clint Suson
[Address on File]

Contract to be assumed:
Mutual Confidentiality Agreement effective July 15, 2005 by and between Clint Suson and MobileAria, Inc.

EXHIBIT 1

Microsoft Corporation
One Microsoft Way
Redmond WA 98052-6399

Contract to be assumed:
Microsoft Corporation Non-disclosure agreement (standard reciprocal) effective February 13, 2002 by and between Microsoft Corporation and MobileAria, Inc.

EXHIBIT 1

Mitchell International Inc.
Jason L. Gray
9889 Willow Creek Road
San Diego CA 92131

Contract to be assumed:
Non-disclosure Agreement effective April 21, 2006 by and between Mitchell International Inc. and MobileAria

EXHIBIT 1

Webraska Mobile Technologies, S.A.
Jeffrey Riggs
39555 Orchard Hill Place
Suite 600
Novi MI 48375

Contract to be assumed:
Mutual Confidentiality Agreement effective April 18, 2001 by and between Webraska Mobile Technologies SA and MobileAria, Inc.

EXHIBIT 1

Webraska Mobile Technologies, S.A.
78 306 Poissy Cedex 3 rue Gustave Eiffel

France

Contract to be assumed:
Mutual Confidentiality Agreement effective April 18, 2001 by and between Webraska Mobile Technologies SA and MobileAria, Inc.

EXHIBIT 1

Webraska Mobile Technologies, S.A.
Jeffrey Riggs
39555 Orchard Hill Place
Suite 600
Novi MI 48375

Contract to be assumed:
Sample Software confidentiality agreement effective May 21, 2001 by and between Webraska Mobile technologies SA and MobileAria, Inc.

EXHIBIT 1

Webraska Mobile Technologies, S.A.
78 306 Poissy Cedex 3 rue Gustave Eiffel

France

Contract to be assumed:
Sample Software confidentiality agreement effective May 21, 2001 by and between Webraska Mobile technologies SA and MobileAria, Inc.

EXHIBIT 1

WirelessCar
Gary Hallgren
111 Pacifica
Suite 200
Irvine CA 92618

Contract to be assumed:
Mutual non-disclosure agreement effective July 17, 2001 by and between Wireless Car North America, Inc. and MobileAria

EXHIBIT 1

Xtrasource, Inc.
Richard K. Tyler
2245 Enterprise Parkway East
Twinsburg OH 44087

Contract to be assumed:
Mutual Confidentiality Agreement effective June 4, 2001 by and between Xtrasource, Inc. and Mobilaria, Inc.

EXHIBIT 1

Xoriant corporation
Venky Varadarajan
5400 Betsy Ross Drive
Suite 200
Santa Clara CA 95054

Contract to be assumed:
Mutual Confidentiality Agreement effective September 19, 2001 by and between Xoriant Corporation and Mobilaria, Inc.

EXHIBIT 1

Xtrasource, Inc.
Richard K. Tyler
2245 Enterprise Parkway East
Twinsburg OH 44087

Contract to be assumed:
Mutual Confidentiality Agreement effective June 4, 2001 by and between Xtrasource, Inc. and Mobilaria, Inc.

EXHIBIT 1

TrafficCast
Jing (Connie) Li
2122 Luann Lane
Madison WI 53713

Contract to be assumed:
Mutual Confidentiality Agreement effective February 8, 2001 by and between TrafficCast and MobileAria, Inc.

EXHIBIT 1

Transport International Pool, Inc.
426 West Lancaster Avenue
Devon PA 19333

Contract to be assumed:
Confidentiality Agreement effective August 5, 2003 by and between Transport International Pool, Inc. and MobileAria, Inc.

EXHIBIT 1

Trialon Corporation
Les Hadden
1815 Touby Pike
Kokomo IN 46901

Contract to be assumed:
Mutual Confidentiality Agreement effective January 17, 2006 by and between Trialon Corp. and MobileAria, Inc.

EXHIBIT 1

TEMIC Sprachverarbeitung GmbH
Dr. Mathias Gollwitoer
Soeflinger Str. 100
D-89077 Ulm

Germany

Contract to be assumed:
Mutual Confidentiality Agreement effective July 16, 2001 by and between TEMIC Sprachverarbeitung GmbH and MobileAria, Inc.

EXHIBIT 1

Tsola, Inc.
1301 Shoreway Road
Suite 123
Belmont CA 94002

Contract to be assumed:
Mutual Confidentiality Agreement effective January 31, 2001 by and between Tsola, Inc. and MobileAria, Inc.

EXHIBIT 1

Video Domain US
Ilan Zorman
970 Van Auken
Palo Alto CA 94304

Contract to be assumed:
Mutual Confidentiality Agreement effective October 27, 2003 by and between Video Domain US and MobileAria, Inc.

EXHIBIT 1

Visual Data Corporation
George G. Stemper Jr.
1291 SW 29th Avenue
Pompano Beach FL 33069

Contract to be assumed:
Mutual Confidentiality Agreement effective April 6, 2001 by and between Visual Data Corporation and Mobilaria, Inc.

EXHIBIT 1

Voice Access Technologies, Inc.
R. Michael Elder
170 Knowles Drive
Suite 200
Los Gatos CA 95932

Contract to be assumed:
Mutual Confidentiality Agreement effective December 4, 2000 by and between Voice Access Technologies and Mobilaria, Inc.

EXHIBIT 1

VRV Design Pvt Ltd.
Bert Q. Vlaanderen
#325 6Fl-1 Roosevelt Rd
Sec 3
Taipei 106

Taiwan

Contract to be assumed:
Mutual Confidentiality Agreement effective August 13, 2001 by and between V&V Design Private Ltd. and MobileAria, Inc.

EXHIBIT 1

VRV Design Pvt Ltd.
H. Kantilal Compound
Sir MV Road 1st Fl
Sakinaka Andheri
Mumbai 40072

India

Contract to be assumed:
Mutual Confidentiality Agreement effective August 13, 2001 by and between V&V Design Private Ltd. and MobileAria, Inc.

EXHIBIT 1

Cellco Partnership dba Verizon Wireless
Rosemary Garavaglia
180 Washington Valley Road
Bedminster NJ 07921

Contract to be assumed:
Mutual nondisclosure agreement #750-02132-2004 effective January 1, 2005 by and between Cellco Partnership dba Verizon Wireless and MobileAria, Inc.

EXHIBIT 1

Volt Delta Resources, Inc.
Anthony Donato
2401 North Glassell Street
Orange CA 92865

Contract to be assumed:
Mutual Confidentiality agreement effective May 10, 2002 by and between Volt Data Resources, Inc. and MobileAria, Inc.

EXHIBIT 1

Volvo Penta of the Americas, Inc.
1300 Volvo Penta Dr
Chesapeake VA 23320-9860

Contract to be assumed:
Secrecy and Confidentiality agreement effective January 17, 2005 by and between Volvo Penta of the Americas, Inc. and MobileAria, Inc.

EXHIBIT 1

Wavemakers
Richard Sones
134 Abbott St Ste 302
Vancouver BC V6B 2K4

Canada

Contract to be assumed:
Mutual confidentiality agreement effective November 20, 2002 by and between Wavemakers and MobileAria, Inc.

EXHIBIT 1

Wayland Systems
Meilir Page-Jones

Contract to be assumed:
Mutual Confidentiality Agreement effective December 20, 2002 by and between Wayland Systems and MobileAria, Inc.

EXHIBIT 1

Weatherbank, Inc.
Michael R. Root
1015 Waterwood Parkway
Suite J
Edmond OK 73034

Contract to be assumed:
Mutual Confidentiality Agreement effective April 27, 2001 by and between Weatherbank, Inc. and Mobilaria, Inc.

EXHIBIT 1

WhereNet Corp.
Sean O'Connell
2858 De La Cruz Boulevard
Santa Clara CA 95050

Contract to be assumed:
Mutual Confidentiality Agreement effective May 1, 2003 by and between WhereNet corp. and MobileAria, Inc.

EXHIBIT 1

Rodney Williams
[Address on File]

Contract to be assumed:
Mutual Confidentiality Agreement effective February 1, 2001 by and between Rodney Williams and MobileAria, Inc.

EXHIBIT 1

Itochu Technology, Inc.
Takayaki Fukuhara
3945 Freedom Circle, Ste 350
Santa Clara CA 95054

Contract to be assumed:
Mutual Confidentiality Agreement effective July 16, 2001 between MobileAria, Inc and Itochu Technology Inc.

EXHIBIT 1

IITRON, Taipei, Taiwan
Bert Q. Vlannderen
iiTron
651 Franklin St., #4308
Mountain View CA 94041

Contract to be assumed:
Mutual Confidentiality Agreement effective June 20, 2001 between MobileAria, Inc and IITRON

EXHIBIT 1

Ivus Technical Services, Inc.
Heather Howard
155 Myrtle Street
Oakland CA 94607

Contract to be assumed:
Mutual Confidentiality Agreement effective May 1, 2001 between MobileAria, Inc and Ivus Technical Services, Inc.

EXHIBIT 1

IXI Mobile
David Bialer
1032 Elwell Court
#111
Palo Alto CA 94303

Contract to be assumed:
Mutual Confidentiality Agreement effective April 13, 2000 between MobileAria, Inc and IXI Mobile

EXHIBIT 1

Exelon Corporation
PECO Energy Company
Attn: Patrick M. White

Contract to be assumed:
Confidentiality and Nondisclosure Agreement effective March 29, 2006 between Exelon Corporation and MobileAria, Inc

EXHIBIT 1

PepsiCo, Inc.
Joe Yates
5600 Headquarters Drive
Plano TX 75024

Contract to be assumed:
Confidentiality and Nondisclosure Agreement effective September 7, 2005 between Pepsico Inc. and MobileAria, Inc

EXHIBIT 1

PHH Vehicle Management Services, LLC
David J. Coleman
307 International Circle
Hunt Valley MD 21030-1337

Contract to be assumed:
Confidentiality Agreement effective July 14, 2004 between PHH Vehicle Management Services, LLC and MobileAria, Inc

EXHIBIT 1

PHH Arval
David J. Coleman
940 Ridgebrook Road
Sparks MD 21152

Contract to be assumed:
Letter of Intent dated August 11, 2004 between PHH Vehicle Management Services and MobileAria, Inc

EXHIBIT 1

Puerto Rico Telephone
Benjamin Figueroa
P.O. Box 360998
San Juan P.R. 936

Contract to be assumed:
Mutual Confidentiality Agreement effective September 29, 2005 between MobileAria, Inc and Puerto Rico Telephone

EXHIBIT 1

Pumatech, Inc.
Kally J. Hicks
2550 North First Street
Suite 500
San Jose CA 95131

Contract to be assumed:
Mutual Confidentiality Agreement effective march 9, 2001 between MobileAria, Inc and Pumatech, Inc.

EXHIBIT 1

NEC BNS
Wally Bryant
NEC Unified Solutions, Inc.
6535 N. State Highway 161
Irving TX 75039-2402

Contract to be assumed:
Mutual Confidentiality Agreement effective March 16, 2001 between MobileAria, Inc and NEC BNS

EXHIBIT 1

Networkcar, Inc.
Donald Brady
4510 Executive Drive
Suite 315
San Diego CA 92121

Contract to be assumed:
Mutual Confidentiality Agreement effective September 13, 2001 between MobileAria, Inc and Networkcar, Inc.

EXHIBIT 1

Networkcar, Inc.
Donald Brady
4510 Executive Drive
Suite 315
San Diego CA 92121

Contract to be assumed:
Mutual Confidentiality Agreement effective May 1, 2001 between MobileAria, Inc and Networkcar, Inc.

EXHIBIT 1

NEXIQ Technologies, Inc.
James C. Griffin Jr.
6425 Nineteen Mile Road
Sterling Heights MI 48314

Contract to be assumed:
Mutual Confidentiality Agreement effective March 6, 2001 between MobileAria, Inc and NEXIQ Technologies, Inc

EXHIBIT 1

NFO WorldGroup, Inc.
Michelle Pontrelli
33 New Montgomery Street
Suite 1200
San Francisco CA 94105

Contract to be assumed:
Mutual Confidentiality Agreement effective February 5, 2000 between MobileAria, Inc and NFO Worldgroup, Inc.

EXHIBIT 1

Noregon Systems, Inc.
Chad Pearson
500 Shepherd Street
Suite 300
Winston-Salem NC 27013

Contract to be assumed:
Non-Disclosure Agreement effective September 19, 2002 between MobileAria, Inc and Noregon Systems, Inc.

EXHIBIT 1

Nortel Networks Inc.
2221 Lakeside Boulevard
Richardson TX 75082

Contract to be assumed:
Mutual Non-Disclosure Agreement effective October 12, 2005 between MobileAria, Inc and Nortel Networks, Inc.

EXHIBIT 1

Nuance Communications
Monica L. Greenberg
1005 Hamilton Court
Menlo Park CA 94025

Contract to be assumed:
Non-Disclosure Agreement effective November 29, 2000 between MobileAria, Inc and Nuance Commutations

EXHIBIT 1

Nuance Communications
Monica L. Greenberg
1005 Hamilton Court
Menlo Park CA 94025

Contract to be assumed:
Mutual Confidentiality Agreement effective November 29, 2000 between MobileAria, Inc and Nuance Communications

EXHIBIT 1

ObjectFX Corporation
Christopher A. Schwartzbauer
10 Second Street NE
Suite 400
Minneapolis MN 55413

Contract to be assumed:
Mutual Confidentiality Agreement effective February 13, 2003 between MobileAria, Inc and ObjectFX Corporation

EXHIBIT 1

The O’Gara Group, Inc.
Bill O’Gara
8180 Corporate Park Drive
Suite 301
Cincinnati OH 45242

Contract to be assumed:
Confidentiality Agreement effective August 9, 2004 between MobileAria, Inc and Bill O’Gara

EXHIBIT 1

Jim Obot

Contract to be assumed:
Mutual Confidentiality Agreement effective July 14, 2003 between MobileAria, Inc and Jim Obot

EXHIBIT 1

Kathleen Pacyna

Contract to be assumed:
Mutual Confidentiality Agreement effective March 25, 2001 between MobileAria, Inc and Kathleen Pacyna

EXHIBIT 1

MSNBC Interactive News, L.L.C.
Michael Wann
Business Development Manager
One Microsoft Way
Redmond WA 98052-6399

Contract to be assumed:
MSNBC Interactive News LLC Non-Disclosure Agreement (Non-Standard Reciprocal) effective April 28, 2001 between MobileAria and MSNBC Interactive News, LLC

EXHIBIT 1

Motorola, Inc.
Integrated Electronic Systems Sector
Attn: Brian P. Santoro
50 Northwest Point Boulevard
Elk Grove Village IL 60007

Contract to be assumed:
Mutual Non-Disclosure Agreement effective June 27, 2001 between MobileAria, Inc and Motorola, Inc.

EXHIBIT 1

Kurt Martin
Munchen
Postfach 1351 85767 Unterföhring Bundesrepublik Deutschland

Contract to be assumed:
Confidentiality Agreement effective January 24, 2002 between MobileAria, Inc and Kurt Martin

EXHIBIT 1

MobileBriefs, Inc.
Michael F. Price
66 Perimeter Ctr E # 600
Atlanta GA 30346-1807

Contract to be assumed:
Mutual Confidentiality Agreement effective August 9, 2001 between MobileAria, Inc and MobileBriefs, Inc.

EXHIBIT 1

Mobiapps Inc.
Ann Panuja
1000 Wilson Blvd
Arlington VA 22209

Contract to be assumed:
Mutual Confidentiality Agreement effective December 6, 2002 between MobileAria, Inc and MobiApps, Inc.

EXHIBIT 1

John N. Miskew

Contract to be assumed:
Mutual Confidentiality Agreement effective June 20, 2005 between MobileAria, Inc and John Miskew

EXHIBIT 1

Microsoft Corporation
Gonzalo Bustillos
One Microsoft Way
Redmond WA 98052-6399

Contract to be assumed:
Microsoft Corporation Non-Disclosure Agreement (Standard Reciprocal) effective February 25, 2002 between MobileAria, Inc and Microsoft

EXHIBIT 1

Mentora Group, Inc.
5825 Glenridge Drive, Bldg 3, Suite 101
Atlanta GA 30328

Contract to be assumed:
Mutual Confidentiality Agreement effective September 11, 2001 between MobileAria, Inc and Mentora Group, Inc.

EXHIBIT 1

Mentora Group, Inc.
5825 Glenridge Drive, Bldg 3, Suite 101
Atlanta GA 30328

Contract to be assumed:
Mentora Master Service Agreement effective September 24, 2001 between MobileAria, Inc and Mentora Group, Inc.

EXHIBIT 1

MCI Worldcom Communications, Inc.
205 N Michigan Ave Ste 2700
Chicago IL 60601-5924

Contract to be assumed:
Non-Disclosure Agreement effective December 16, 2003 between MobileAria, Inc and MCI

EXHIBIT 1

Lucent Technologies Inc.
Jorge Rodriquez
600 Mountain Avenue
Murray Hill NJ 07974

Contract to be assumed:
Non-Disclosure Agreement effective October 6, 2005 between MobileAria, Inc and Lucent Technologies, Inc.

EXHIBIT 1

Lion Bridge Tech.
Sadiq Patankar
1050 Winter Street
Waltham MA 02451

Contract to be assumed:
Mutual Confidentiality Agreement effective September 18, 2001 between MobileAria, Inc and Lion Bridge Tech

EXHIBIT 1

LG Infocomn Inc.
William Lee Finney
LG Electronics Mobilecomm U.S.A., Inc.
10225 Willow Creek Rd.
San Diego CA 92131

Contract to be assumed:
Mutual Confidentiality Agreement effective July 17, 2001 between MobileAria, Inc and LG Infocomn, Inc.

EXHIBIT 1

LogikKos, Inc.
Logikos, Inc.
2914 Independence Drive
Fort Wayne IN 46808

Contract to be assumed:
Mutual Confidentiality Agreement effective December 9, 2002 between MobileAria, Inc and Logikos, Inc.

EXHIBIT 1

Lat-Lon, LLC
David Baker
4251 South Natches Court
Unit C
Sheridan CO 80110

Contract to be assumed:
Mutual Confidentiality Agreement effective April 28, 2003 between MobileAria, Inc and Lat-Lon, LLC

EXHIBIT 1

Kiryung Electronics
H. J.Kwon
Kumchun-ku Seoul

Korea

Contract to be assumed:
Mutual Confidentiality Agreement effective December 16, 2003 between MobileAria, Inc and Kiryung Electronics

EXHIBIT 1

Chuck King

Contract to be assumed:
Mutual Confidentiality Agreement effective August 12, 2003 between MobileAria, Inc and Chuck King

EXHIBIT 1

Kirsen Technologies Corp.
Kirill S. Mostov

Contract to be assumed:
Mutual Confidentiality Agreement effective January 25, 2004 between MobileAria, Inc and Kirsen Technologies, Corp.

EXHIBIT 1

Al Kinzie

Contract to be assumed:
Mutual Confidentiality Agreement effective January 31, 2006 between MobileAria, Inc and Al Kinzie

EXHIBIT 1

Israel Kalman

Contract to be assumed:
Mutual Confidentiality Agreement effective March 11, 2004 between MobileAria, Inc and Israel Kalman

EXHIBIT 1

JP Systems, Inc.
David Erdner
12000 Ford Road
Suite 400
Dallas TX 75234

Contract to be assumed:
Mutual Confidentiality Agreement effective November 21, 2000 between MobileAria, Inc and JP Systems, Inc.

EXHIBIT 1

James Morton
159 Morning Dove Lane
Statesville NC 28625

Contract to be assumed:
Mutual Confidentiality Agreement effective December 2, 2004 between MobileAria, Inc and Jim Morton

EXHIBIT 1

J. B. Hunt
George Brooks
615 J. B. Hunt Corporate Drive
Lowell AR 72745

Contract to be assumed:
<p>Mutual Confidentiality Agreement effective May 24, 2005 between MobileAria, Inc and JB Hunt, LLC.</p>

EXHIBIT 1

The Next Market
A. J. Menuzzi

Contract to be assumed:
Mutual Confidentiality Agreement effective October 18, 2001 between MobileAria, Inc and The Next Market

EXHIBIT 1

Quake Global, Inc.
J. C. Moir
9765 Clairemont Mesa Boulevard
Suite A
San Diego CA 92124

Contract to be assumed:
Quake Global, Inc. Mutual Non-Disclosure Agreement effective May 14, 2003 between MobileAria, Inc and Quake Global, Inc.

EXHIBIT 1

Qualnetics Corporation
Richard H. Stenson
14241 NE Woodinville-Duvall Road
#176
Woodinville WA 98072

Contract to be assumed:
Mutual Confidentiality Agreement effective July 19, 2004 between MobileAria, Inc and Qualnetics Corporation

EXHIBIT 1

Rand McNally & Company
Robert L. Simmons
8255 North Central Park
Skokie IL 60076

Contract to be assumed:
Mutual Confidentiality Agreement effective August 7, 2002 between MobileAria, Inc and Rand McNally & Company

EXHIBIT 1

Research In Motion Limited
Craig McLennon
295 Phillip Street
Waterloo Ontario N2L 3W8

Canada

Contract to be assumed:
Non-Disclosure Agreement effective July 30, 2001 between MobileAria, Inc and Research in Motion (RIM)

EXHIBIT 1

Research In Motion Limited
Craig McLennon
131 Shoemaker Street
Kitchener Ontario N2E 3B5

Canada

Contract to be assumed:
Non-Disclosure Agreement effective July 30, 2001 between MobileAria, Inc and Research in Motion (RIM)

EXHIBIT 1

Response Services Center, LLC
Robert W. Kelly
6940 Columbia Gateway Drive
Columbia MD 21046

Contract to be assumed:
Mutual Confidentiality Agreement effective January 25, 2001 between MobileAria, Inc and Responsive Services Center, LLC

EXHIBIT 1

Robidart Asssociates, Inc.
Charles M. Robidart, Jr.
Robidart & Associates
18430 Technology Drive Suite A
Morgan Hill CA 95037

Contract to be assumed:
Mutual Confidentiality Agreement effective August 4, 2003 between MobileAria, Inc and Robidart Associates, Inc.

EXHIBIT 1

Ryder System, Inc.
Kevin N. Rott
11690 NW 105 Street
Medley FL 33178

Contract to be assumed:
Mutual Confidentiality Agreement effective June 1, 2005 between MobileAria, Inc and Ryder Systems, Inc.

EXHIBIT 1

Schlumberger Technology Corporation
Jim Kirksey
Houston Hwy
Victoria TX 77901

Contract to be assumed:
Confidentiality Agreement effective June 8, 2005 between MobileAria, Inc and Schlumberger Technology Corporation

EXHIBIT 1

Sentelligence, Inc.
William J. Linden
100 South Campus Drive
P.O. Box 3799
Terre Haute IN 47803-0799

Contract to be assumed:
Mutual Confidentiality Agreement effective May 13, 2003 between MobileAria, Inc and Sentelligence, Inc.

EXHIBIT 1

Sierra Wireless, Inc.
Jason Cohenour
13811 Wireless Way
Richmond British Columbia V6V 3A4

Canada

Contract to be assumed:
Mutual Confidentiality Agreement effective September 3, 2004 between MobileAria, Inc and Sierra Wireless, Inc.

EXHIBIT 1

Vijayaraghavan Doraiswami
[Address on File]

Contract to be assumed:
Consulting Agreement dated December 16, 2005 between Vijayaraghavan Doraiswami and the Seller.

EXHIBIT 1

Carmell LaVett Oliver
[Address on File]

Contract to be assumed:
Consulting Agreement dated March 24, 2006 between Carmell Oliver and the Seller.

EXHIBIT 1

Clint Suson
[Address on File]

Contract to be assumed:
Consulting Agreement dated October 29, 2005 between Clint Suson and Seller.

EXHIBIT 1

Attention: General Counsel,
1801 Varsity Drive,
Raleigh NC 27606

Contract to be assumed:
Red Hat, Inc.,

EXHIBIT 1

Sun Microsystems, Inc
4150 Network Circle
Santa Clara CA 95054

Contract to be assumed:
Java software

EXHIBIT 1

The Apache Software Foundation
1901 Munsey Dr
Forest Hill MD 21050-2747

Contract to be assumed:
Apache License Version 2.0, January 2004

EXHIBIT 1

JCorporate Inc.
757 SE 17th St. #735
Fort Lauderdale FL 33316

Contract to be assumed:
JSPtags (JSP Tags) and Jgroup Software license

EXHIBIT 1

Linda Lu
[Address on File]

Contract to be assumed:
Employee Assignment and Proprietary Inventions assignment agreements

EXHIBIT 1

Lan Strickland
[Address on File]

Contract to be assumed:
Employee Assignment and Proprietary Inventions assignment agreements

EXHIBIT 1

Peter Thayer
[Address on File]

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EXHIBIT 1

Scott Plude
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Jonathan Davies
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Narayan Mohanram
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Dan Pliskin
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Wei Wang
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Monali Jain
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Richard Esmonde
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Mathew Holzman
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Gary Stempler
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Prokash Sinha
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EXHIBIT 1

Naveen Prabhu
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Alan Cyron
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Neeraj Bagga
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Ed Alcott
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Bala Chander
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EXHIBIT 1

Subramanian Peruvemba
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Haytham Suliman
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Yong Tian
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Rena Yamamoto
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Victor Shao
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Darrell Duffy
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Kai Wang
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David Riley
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Juilin Chen
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Stacey Weaver
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Milind Dange
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Chi Chung
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Kuei-Chung Tu
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Maninder Chhabra
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Brian Keith Miles
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Kenneth Hall
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Rodney Blum
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Melora Svoboda
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Daniel Zucker
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Tom O’Gara
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Owen Lynn
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Varma Chanderraju
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Rochelle Grober
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Zoya Ferdowsian
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Gene Summerville
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Ian McNish
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Purvi Rajani
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Jared Brockway
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Pablo Riviere
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Ira Ghazanfari
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Kevin McGuinn
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Jay Kim
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Michael Richion
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Rachel Liston
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Edward Gayles
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Doug Giffin
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Vincent Aragon
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Craig Brown
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Mitchell Rosenberg
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Wing Wong
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Gary Nauslar
[Address on File]

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Suena Johnson
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John Mullen
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Thomas Wainwright
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Daniel Fairbank
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Tammy Vinton
[Address on File]

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Chris Bortoli
[Address on File]

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Dwight Joseph
[Address on File]

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Giovanni Paoletti
[Address on File]

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EXHIBIT 1

Alan Lai
[Address on File]

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Ted Rockcastle
[Address on File]

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Robert Esparza
[Address on File]

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Peter Robinson
[Address on File]

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EXHIBIT 1

Alan Bolsh
[Address on File]

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EXHIBIT 1

Michael Orr
[Address on File]

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EXHIBIT 1

Vladimir Dubrovsky
[Address on File]

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EXHIBIT 1

Solomon Asefaw
[Address on File]

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EXHIBIT 1

Anna Dokakis
[Address on File]

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EXHIBIT 1

Vinay Kodancha
[Address on File]

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EXHIBIT 1

Aniruddha Mulay
[Address on File]

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EXHIBIT 1

Kimberly Durand
[Address on File]

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EXHIBIT 1

Subramanian Mahesh
[Address on File]

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EXHIBIT 1

Alla Lagodsky
[Address on File]

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EXHIBIT 1

Natalie Acevedo
[Address on File]

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EXHIBIT 1

Lisa Smith
[Address on File]

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EXHIBIT 1

Christopher Cusanza
[Address on File]

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EXHIBIT 1

Rohit Nigam
[Address on File]

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EXHIBIT 1

Satya Bathula
[Address on File]

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EXHIBIT 1

Ramasamy Ramasubramanian
[Address on File]

Contract to be assumed:
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EXHIBIT 1

Aphrodite Mitropoulos
[Address on File]

Contract to be assumed:
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EXHIBIT 1

Kaushal Mehta
[Address on File]

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EXHIBIT 1

Hammad Saleem
[Address on File]

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EXHIBIT 1

Juergen Kienhofer
[Address on File]

Contract to be assumed:
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EXHIBIT 1

Alan Milligan
[Address on File]

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EXHIBIT 1

Nicolas Courreges
[Address on File]

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EXHIBIT 1

Gong Liu
[Address on File]

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EXHIBIT 1

Kavitha Pillarsetty
[Address on File]

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EXHIBIT 1

Alexander Babichev
[Address on File]

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EXHIBIT 1

Phil Straw
[Address on File]

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EXHIBIT 1

Philip Dean
[Address on File]

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EXHIBIT 1

Eugene Gordienko
[Address on File]

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Artur Duko
[Address on File]

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EXHIBIT 1

Seema Shembekar
[Address on File]

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Vladimir Stepanov
[Address on File]

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Rajesh Krishnamurthy
[Address on File]

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EXHIBIT 1

Oksana Vishnevskaya
[Address on File]

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EXHIBIT 1

Subhasri Rajagopalan
[Address on File]

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EXHIBIT 1

Ruchika Dhingra
[Address on File]

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Bert Vlaanderen
[Address on File]

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EXHIBIT 1

Andre Sanoyca
[Address on File]

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EXHIBIT 1

Rajiv Thakur
[Address on File]

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EXHIBIT 1

Openssl License –

Contract to be assumed:
Openssl License –

EXHIBIT 1

Doug Lea's Java Concurrent Utilities software license

Contract to be assumed:
Doug Lea's Java Concurrent Utilities software license

EXHIBIT 1

Cross Country Global ITS Services, Corp.
1 Cabot Road
Medford MA 02155

Contract to be assumed:
Emergency Call Center Services Agreement effective February 1, 2006 by and between MobileAria, Inc. and Cross Country Global ITS Services, Corp.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtor.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF ASSUMPTION AND/OR ASSIGNMENT
OF EXECUTORY CONTRACT OR UNEXPIRED LEASE

PLEASE TAKE NOTICE THAT:

1. Pursuant to the Order Under 11 U.S.C. § 105(a) And Fed. R. Bankr. P. 2002 And 9014 Approving (i) Bidding Procedures, (ii) Certain Bid Protections, (iii) Form And Manner Of Sale Notices, And (iv) Setting Of A Sale Hearing (the "Bidding Procedures

Order") entered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on June 22, 2006, MobileAria, Inc. ("MobileAria") has accepted the bid of @Road, Inc. (the "Successful Bidder") for the purchase of substantially all of MobileAria's assets (the "Assets"). The terms of the bid are set forth in the Asset Sale and Purchase Agreement, dated as of July 7, 2006 between MobileAria and the Successful Bidder (the "Agreement"). Capitalized terms used but not otherwise defined in this notice shall have the meaning ascribed to them in the Bidding Procedures Order.

2. Pursuant to the terms of the Agreement, MobileAria will seek to assume and/or assign the contracts listed on Exhibit 1 hereto (the "Assigned Contracts") at the hearing to be held at 10:00 a.m. (Prevailing Eastern Time) on July 19, 2006 (the "Sale Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

3. This notice shall amend and replace that certain Notice Of Assumption And/Or Assignment Of Executory Contract Or Unexpired Lease dated June 28, 2006 providing notice of MobileAria's intent to assume and/or assign the Assigned Contracts to Wireless Matrix USA, Inc.

4. Objections, if any, to the assumption and/or assignment of an Assigned Contract must (a) be in writing, (b) state with specificity the reasons for such objection, (c) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on May 19, 2006 (Docket No. 3824), (d) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users

of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (e) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (f) be served in hard-copy form so it is actually received within ten days after the date of this Notice upon (i) MobileAria, Inc., 800 West El Camino Real, Suite 240, Mountain View, California 94040 (Att'n: Richard Lind), (ii) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (iii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (v) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (vi) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vii) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), (viii) counsel for the Successful Bidder, Heller Ehrman LLP, 7 Times Square, New York, New York 10036 (Att'n: Carren Shulman), and (ix) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard).

5. If an objection to the assumption and/or assignment of an Assigned Contract is timely filed, a hearing with respect to the objection will be held before the

Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at the Sale Hearing or such date and time as the Court may schedule. If no objection is timely received, the nondebtor party to the Assigned Contract shall be forever barred from asserting any other claims, including, but not limited to, the propriety or effectiveness of the assumption and/or assignment of the Assigned Contract, against the Debtors or the Successful Bidder, or the property of either of them as to such Assigned Contract.

6. Pursuant to 11 U.S.C. § 365, there is adequate assurance of future performance that the Cure Amount set forth in the Cure Notice shall be paid in accordance with the terms of the Sale Order. Further, there is adequate assurance of the Successful Bidder's future performance under the executory contract or unexpired lease to be assumed and assigned because of the significant resources of the Successful Bidder.

7. Prior to the Closing Date, MobileAria may amend its decision with respect to the assumption and/or assignment of any Assigned Contract and provide a new notice amending the information provided in this Notice.

Dated: New York, New York
July 7, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT 1

Prolificx New Zealand Ltd.
Level 1, 13 Ronwood Avenue
Manukau City Auckland 01702

New Zealand

Contract to be assumed:
Manufacturing Services and License Agreement between MobileAria, Inc. and Prolificx New Zealand LTD and made and entered into as of August 1, 2005 as amended by that certain Amendment No. 1 To Manufacturing Services and License Agreement executed as of Ma

EXHIBIT 1

Prolificx Group
John McMahon
13 Ronwood Avenue
Manukau City
Auckland 01702

New Zealand

Contract to be assumed:
Mutual Confidentiality Agreement effective January 10, 2005 between MobileAria, Inc and Prolificx Group

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtor.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF ASSUMPTION AND/OR ASSIGNMENT
OF EXECUTORY CONTRACT OR UNEXPIRED LEASE

PLEASE TAKE NOTICE THAT:

1. Pursuant to the Order Under 11 U.S.C. § 105(a) And Fed. R. Bankr. P. 2002 And 9014 Approving (i) Bidding Procedures, (ii) Certain Bid Protections, (iii) Form And Manner Of Sale Notices, And (iv) Setting Of A Sale Hearing (the "Bidding Procedures

Order") entered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on June 22, 2006, MobileAria, Inc. ("MobileAria") has accepted the bid of @Road, Inc. (the "Successful Bidder") for the purchase of substantially all of MobileAria's assets (the "Assets"). The terms of the bid are set forth in the Asset Sale and Purchase Agreement, dated as of July 7, 2006 between MobileAria and the Successful Bidder (the "Agreement"). Capitalized terms used but not otherwise defined in this notice shall have the meaning ascribed to them in the Bidding Procedures Order.

2. Pursuant to the terms of the Agreement, MobileAria will seek to assume and/or assign the contracts listed on Exhibit 1 hereto (the "Assigned Contracts") at the hearing to be held at 10:00 a.m. (Prevailing Eastern Time) on July 19, 2006 (the "Sale Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

3. This notice shall amend and replace that certain Notice Of Assumption And/Or Assignment Of Executory Contract Or Unexpired Lease dated June 29, 2006 providing notice of MobileAria's intent to assume and/or assign the Assigned Contracts to Wireless Matrix USA, Inc.

4. Objections, if any, to the assumption and/or assignment of an Assigned Contract must (a) be in writing, (b) state with specificity the reasons for such objection, (c) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on May 19, 2006 (Docket No. 3824), (d) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users

of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (e) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (f) be served in hard-copy form so it is actually received within ten days after the date of this Notice upon (i) MobileAria, Inc., 800 West El Camino Real, Suite 240, Mountain View, California 94040 (Att'n: Richard Lind), (ii) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (iii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (v) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (vi) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vii) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), (viii) counsel for the Successful Bidder, Heller Ehrman LLP, 7 Times Square, New York, New York 10036 (Att'n: Carren Shulman), and (ix) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard).

5. If an objection to the assumption and/or assignment of an Assigned Contract is timely filed, a hearing with respect to the objection will be held before the

Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at the Sale Hearing or such date and time as the Court may schedule. If no objection is timely received, the nondebtor party to the Assigned Contract shall be forever barred from asserting any other claims, including, but not limited to, the propriety or effectiveness of the assumption and/or assignment of the Assigned Contract, against the Debtors or the Successful Bidder, or the property of either of them as to such Assigned Contract.

6. Pursuant to 11 U.S.C. § 365, there is adequate assurance of future performance that the Cure Amount set forth in the Cure Notice shall be paid in accordance with the terms of the Sale Order. Further, there is adequate assurance of the Successful Bidder's future performance under the executory contract or unexpired lease to be assumed and assigned because of the significant resources of the Successful Bidder.

7. Prior to the Closing Date, MobileAria may amend its decision with respect to the assumption and/or assignment of any Assigned Contract and provide a new notice amending the information provided in this Notice.

Dated: New York, New York
July 7, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT 1

MSI
Attn: Michael D. Sides
President
30 McCormick Way
Lincoln University PA 19352

Contract to be assumed:
Installation Services Agreement dated May 11, 2006 between MobileAria, Inc. and MSI

EXHIBIT 1

Otel Telecom
Attn: Otto White
300 - 74th Avenue NE
St. Petersburg FL 33702-5430

Contract to be assumed:
Installation Services Agreement dated June 15, 2006 between MobileAria, Inc. and OTEL Telecom

EXHIBIT 1

Auto Page Unlimited Inc.
Attn: Brian Schulze
370 E. Irving Park Road
Wood Dale IL 60191

Contract to be assumed:
Installation Services Agreement dated June 12, 2006 between MobileAria, Inc. and Auto Page Unlimited Inc.

EXHIBIT 1

Absolute Wireless Inc.
Attn: Oscar Castano
26250 Industrial Boulevard
Suite 50
Hayward CA 94545

Contract to be assumed:
Installation Services Agreement dated May 11, 2006 between MobileAria, Inc. and Absolute Wireless Inc.

EXHIBIT 1

Janus Logistics
85 Orchard Valley Drive
Cranston RI 02921

Contract to be assumed:
Installation Services Agreement dated June 2006 between MobileAria, Inc. and Janus Logistics

EXHIBIT 1

Bridgetown Communications
3923 28th Street, Ste. 184
Grand Rapids MI 49512

Contract to be assumed:
Installation Services Agreement dated June 13, 2006 between MobileAria, Inc. and Bridgetown Communications.

EXHIBIT 1

Bridgetown Communications
3923 28th Street, Ste. 184
Grand Rapids MI 49512

Contract to be assumed:
Mutual Confidentiality Agreement between MobileAria, Inc. and Bridgetown Communications dated June 13, 2006

EXHIBIT 1

PHH Vehicle Management Services, LLC (PHH Arval)
Attn: David J. Coleman
940 Ridgebrook Road
Sparks MD 21152-9390

Contract to be assumed:
Fleetoutlook Services Agreement dated June 10, 2006 between MobileAria, Inc. and PHH Vehicle Management Services, LLC

EXHIBIT 1

CMango Services Management Company
Attn: Zureme Zimoga
704 Town & Country Village
Sunnyvale CA 94086

Contract to be assumed:
Remedy Invoice Number CMG121272 dated August 9, 2005

EXHIBIT 1

CMango Services Management Company
Attn: Zureme Zimoga
704 Town & Country Village
Sunnyvale CA 94086

Contract to be assumed:
Remedy Invoice Number CMG121524 dated February 17, 2006

EXHIBIT 1

CMANGO, Inc.
1300 Crittenden Lane #200
Mountain View CA 94043

Contract to be assumed:
WIPRO / CMango Invoice number WIPRO-14 dated May 9, 2006

EXHIBIT 1

R Systems, Inc.
5000 Windplay Drive
Suite 5
El Dorado Hills CA 95762

Contract to be assumed:
Call Center Services Agreement effective October 31, 2005, between MobileAria, Inc. and R Systems, Inc.

EXHIBIT 1

QWest Interprise Networking
Attn: Manager
Department 047
Contract No. CPE147845516ABA
Denver CO 80271

Contract to be assumed:
QWest Interprise Networking Invoice # 30122677 dated November 17, 2005

EXHIBIT 1

DHL Danzas
14076 Collections Center Drive
Chicago IL 60693

Contract to be assumed:
Danzas AE Customs Brokerage Services Invoice No. 107698954 dated June 6, 2006

EXHIBIT 1

Clint Suson
[Address on File]

Contract to be assumed:
Independent Contractor Innovations and Proprietary Rights Assignment Agreement between MobileAria, Inc. and Clint Suson dated July 18, 2005.

EXHIBIT 1

Mr. Raul Reyes
[Address on File]

Contract to be assumed:
Independent Contractor Innovations and Proprietary Rights Assignment Agreement between MobileAria, Inc. and Raul Reyes dated May 24, 2006

EXHIBIT 1

Carmell LaVett Oliver
[Address on File]

Contract to be assumed:
Independent Contractor Innovations and Proprietary Rights Assignment Agreement between MobileAria, Inc. and Carmell L. Oliver dated March 22, 2006

EXHIBIT 1

BMC Software Distribution, Inc.
PO Box 201040
Houston TX 77216-0001

Contract to be assumed:
BMC Software Invoice Number 6226052 and dated June 14, 2006 for Remedy Software

EXHIBIT 1

BMC Software Distribution, Inc.
PO Box 201040
Houston TX 77216-0001

Contract to be assumed:
Remedy Software Contract Number 52856

EXHIBIT 1

Orbcomm
2115 Linwood Avenue
Suite 100
Fort Lee NJ 07024

Contract to be assumed:
Renewal of US Value Added Reseller Agreement with Orbcomm dated May 10, 2006.

EXHIBIT 1

Orbcomm
21700 Atlantic Boulevard
Dulles VA 20166

Contract to be assumed:
Renewal of US Value Added Reseller Agreement with Orbcomm dated May 10, 2006.

EXHIBIT 1

PHH Vehicle Management Services, LLC (PHH Arval)
Attn: David J. Coleman
940 Ridgebrook Road
Sparks MD 21152-9390

Contract to be assumed:
Fleetoutlook Services Agreement between MobileAria, Inc. and PHH Vehicle Management Services, LLC dated June 16, 2006.